

ONELIFE CAPITAL ADVISORS LIMITED

CIN: L74140MH2007PLC173660

Regd. Off: Plot No. A 356, Road No. 26, Wagle Industrial Estate, MIDC, Thane (W) - 400604 Thane 400604

Tel no.: 022-25833206; Email id: cs@onelifecapital.in; Web: www.onelifecapital.in

2nd September, 2021

To

BSE Limited

Department of Corporate Services

Phiroze Jeejeebhoy Tower,

Dalal Street, Mumbai- 400 001

Scrip Code: 533632

National Stock Exchange of India Ltd

Exchange Plaza

Bandra- Kurla Complex

Bandra, Mumbai- 400 051

NSE Symbol: ONELIFECAP

Dear Sir/Madam,

Subject: Justification letter for revised intimation

This is with reference to the intimation submitted by the Company on 1st September, 2021 under Regulation 30 read with Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') relating to the Board Meeting held on Wednesday, 1st September, 2021.

Please take note that the name of the investor "Aries Capital Limited" was inadvertently mentioned and is now replaced by "Global Focus Fund".

Except for the above, there are no other changes in the intimation.

Kindly take the revised intimation on your records.

Thanking You,

Yours Faithfully,

For Onelife Capital Advisors Limited

Sd/-

Aditi Mahamunkar

Company Secretary & Compliance Officer

Encl: As above

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1st September, 2021

To

BSE Limited

Department of Corporate Services

Phiroze Jeejeebhoy Towers

Dalal Street, Fort,

Mumbai- 400 001

Scrip Code: 533632

National Stock Exchange of India Ltd

Exchange Plaza

Bandra- Kurla Complex

Bandra, Mumbai- 400 051

Symbol: ONELIFECAP

Dear Sir/Madam,

Sub: Revised intimation under Regulation 30 read with Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations')

We hereby inform you that the Board of Directors at its Meeting held on Wednesday, 1st September, 2021, inter alia, Considered and Approved raising of funds by issue of warrants of the Company to Promoter(s) and Non-Promoter(s) Group on a preferential issue basis in accordance with the provisions of the Companies Act, 2013, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended and such other acts, rules and regulations as may be applicable, subject to approval of the shareholders of the Company in the ensuing Annual General Meeting and other requisite regulatory approvals.

The Relevant Date for the purpose of issue of warrants on preferential basis in accordance with Chapter V of SEBI ICDR Regulations approved by the Board of Directors in today's meeting is 31st August, 2021.

The information pursuant to Regulation 30 of the SEBI Listing Regulations read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015 is enclosed as **Annexure I** to this letter.

Kindly take the above on your record.

Thanking You,

Yours Faithfully,

For Onelife Capital Advisors Limited

Sd/-

Aditi Mahamunkar

Company Secretary & Compliance Officer

Encl: As above

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Annexure I

Details required under Regulation 30 of the SEBI Listing Regulations read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015:

Particulars	Disclosure																														
Type of securities proposed to be issued	Warrants convertible into equity shares of face value of Rs. 10 each ("Equity Shares") of the Company ("Warrants")																														
Type of issuance	Preferential issue																														
Total number of securities proposed to be issued and the total amount for which the securities will be issued	<ul style="list-style-type: none">Upto 2,00,00,000 Warrants convertible into 2,00,00,000 Equity Shares of the Company of face value of Rs. 10/- each at a premium of Rs. 7.04 per Equity Share aggregating to Rs. 34,08,00,000/-1,00,00,000 to Promoter Group1,00,00,000 to Non-Promoter group																														
Name, number of the Investors and total for which the securities will be issued	<table border="1"><thead><tr><th>Sr. No.</th><th>Name of the investors</th><th>Category</th><th>Number of Warrants</th><th>Value of warrants (in Rs.)</th></tr></thead><tbody><tr><td>1.</td><td>Mr. Pandoo Naig</td><td>Promoter Group</td><td>50,00,000</td><td>8,52,00,000</td></tr><tr><td>2.</td><td>Mr. Prabhakara Naig</td><td>Promoter Group</td><td>50,00,000</td><td>8,52,00,000</td></tr><tr><td>3.</td><td>Shree Balajee Enterprises</td><td>Non-Promoter Group</td><td>30,00,000</td><td>5,11,20,000</td></tr><tr><td>4.</td><td>Sareen Enterprises</td><td>Non-Promoter Group</td><td>30,00,000</td><td>5,11,20,000</td></tr><tr><td>5.</td><td>Atherstone Capital Markets Limited</td><td>Non-Promoter Group</td><td>10,00,000</td><td>1,70,40,000</td></tr></tbody></table>	Sr. No.	Name of the investors	Category	Number of Warrants	Value of warrants (in Rs.)	1.	Mr. Pandoo Naig	Promoter Group	50,00,000	8,52,00,000	2.	Mr. Prabhakara Naig	Promoter Group	50,00,000	8,52,00,000	3.	Shree Balajee Enterprises	Non-Promoter Group	30,00,000	5,11,20,000	4.	Sareen Enterprises	Non-Promoter Group	30,00,000	5,11,20,000	5.	Atherstone Capital Markets Limited	Non-Promoter Group	10,00,000	1,70,40,000
Sr. No.	Name of the investors	Category	Number of Warrants	Value of warrants (in Rs.)																											
1.	Mr. Pandoo Naig	Promoter Group	50,00,000	8,52,00,000																											
2.	Mr. Prabhakara Naig	Promoter Group	50,00,000	8,52,00,000																											
3.	Shree Balajee Enterprises	Non-Promoter Group	30,00,000	5,11,20,000																											
4.	Sareen Enterprises	Non-Promoter Group	30,00,000	5,11,20,000																											
5.	Atherstone Capital Markets Limited	Non-Promoter Group	10,00,000	1,70,40,000																											

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	6.	Global Focus Fund	Non-Promoter Group	15,00,000	25,560,000
	7.	Aegis Investment Fund	Non-Promoter Group	15,00,000	25,560,000
		Total		2,00,00,000	34,08,00,000
Number of investors: 7					
Post allotment of securities – outcome of the subscription, issue price / allotted price, number of investors; In case of convertibles - intimation on conversion of securities or on lapse of the tenure of the instrument	a)outcome of the subscription:				
	Name of the investors	Pre-preferential allotment		Post- preferential allotment*	
		No.	%	No.	%
	Mr. Pandoo Naig	30,55,000	22.87	80,55,000	24.15
	Mr. Prabhakara Naig	69,05,000	51.68	1,19,05,000	35.69
	Shree Balajee Enterprises	NIL	NIL	30,00,000	8.99
	Sareen Enterprises	NIL	NIL	30,00,000	8.99
	Atherstone Capital Markets Limited	NIL	NIL	10,00,000	3.00
	Global Focus Fund	NIL	NIL	15,00,000	4.50
	Aegis Investment Fund	NIL	NIL	15,00,000	4.50

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**Assuming post issuance of equity shares upon conversion of all the warrants into equity shares*

b) The warrants will be issued at a price of Rs. 17.04 per warrant.

Price is determined in terms of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

c) Warrant would be allotted only upon payment of 25% of the price of warrant at the time of allotment.

d) Each warrant is convertible into 1 Equity Share and the conversion can be exercised at any time within a period of 18 months from the date of allotment, in one or more tranches, as the case may be and on such other terms and conditions as applicable.

e) Option for conversion of warrants will be available upon payment of full price of warrant before such exercise of option.

f) Promoters to fully exercise warrants only when they are eligible as per SAST regulations.